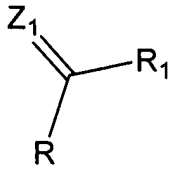
CLAIMS AS ALLOWED 12/16/03

1. A compound represented by the following structural formula:



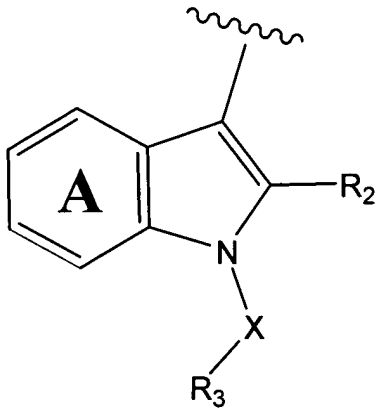
;

or a pharmaceutically acceptable salt thereof, wherein:

R_1 is a substituted or unsubstituted 2-imidazolyl group which is optionally fused to a substituted or unsubstituted aryl group;

Z_1 is =O, =S, =N-OR_{11} and =NR_{11}

R is represented by a structural formula selected from:



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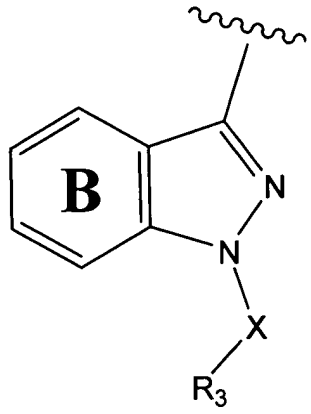

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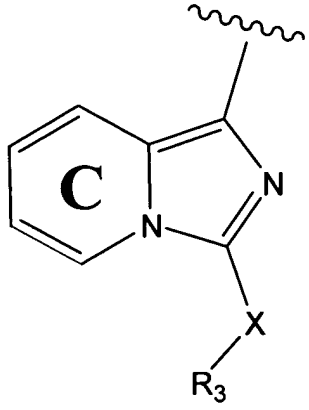

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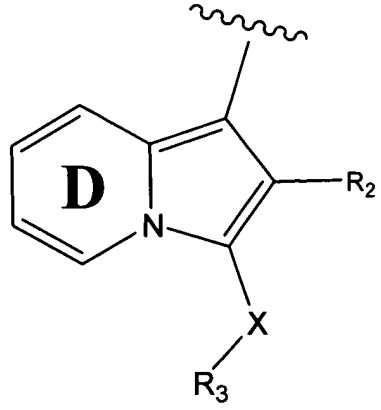

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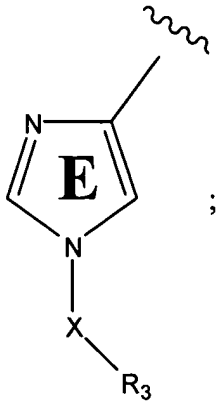
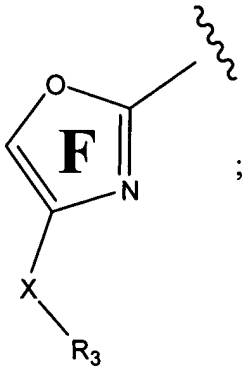


; or



;

Rings **A-F** are independently substituted or unsubstituted and are optionally fused to an aryl group;

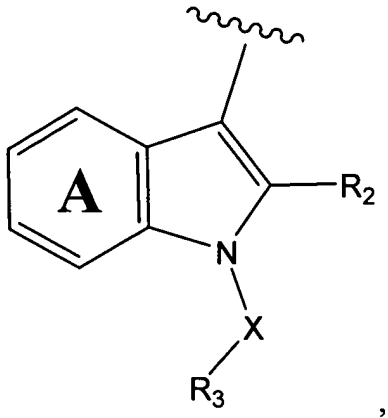
R_2 is -H, a substituted or unsubstituted alkyl group or a substituted or unsubstituted aryl group;

R_3 is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group; and

X is a covalent bond, $-C(R_4R_5)-$, $-N(R_4)-$, -O-, -S-, -S(O)-, $-S(O)_2-$, $-C(=O)-$, $-C(=O)-N(R_4)-$ or $-N(R_4)-C(=O)-$;

R_4 and R_5 are independently –H, an aliphatic group or a substituted aliphatic group;

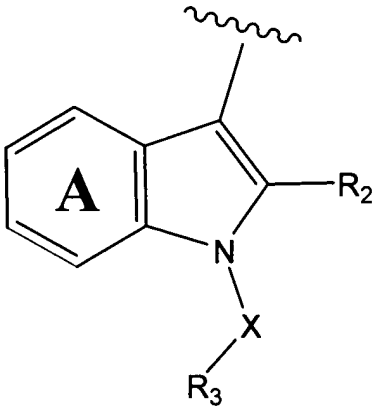
R_{11} is -H or a substituted or unsubstituted alkyl group,



provided that when R is represented by , then X is not -S(O)- or -$S(O)_2$- and R_3 is not an aliphatic or substituted aliphatic group.

2. The compound of Claim 1 wherein X is a covalent bond, -$C(R_4R_5)$-, -$N(R_4)$-, -O-, C(=O)-, -C(=O)-$N(R_4)$- or -$N(R_4)$-C(=O)- and R_3 is a substituted or unsubstituted aryl group.

3. The compound of Claim 2 wherein R is represented by a structural formula selected from:



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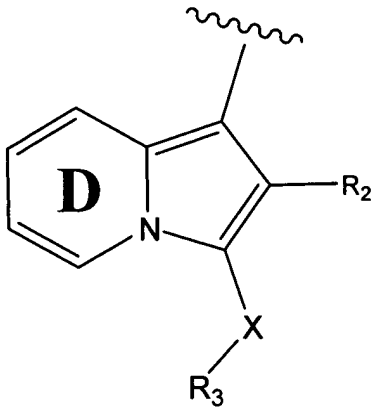
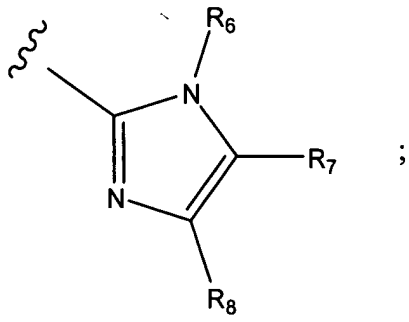


or

4. The compound of Claim 3 wherein Rings **A-F** are a substituted or unsubstituted phenyl group; R_2 is -H; Z_1 is =O; and X is -$C(R_4R_5)$-, -$N(R_4)$- or -O-.

5. The compound of Claim 4 wherein X is -C(R_4R_5)-.

6. The compound of Claim 5 wherein R_1 is represented by the following structural formula:



;

wherein:

R_6 is -H, an unsubstituted aliphatic group or a substituted aliphatic group, -C(O)R^g, -S(O)$_2$-R^g or -S(O)$_2$-N(R^g)$_2$;

R_7 and R_8 are independently -H, -OH, -Br, -Cl, -I, -F, -OR^a, -O-COR^a, -COR^a, -CN, -NO_2, -COOH, -SO_3H, -NH_2, -NHR^a, -N(R^aR^b), -COOR^a, -CHO, -$CONH_2$, -CONHR^a, -CON(R^aR^b), -NHCOR^a, -NRCOR^a, -$NHCONH_2$, -NHCONR^{a}H, -NHCON(R^aR^b), -NR^c$CONH_2$, -NR^{c}CONR^{a}H, -NR^{c}CON(R^aR^b), -C(=NH)-NH_2, -C(=NH)-NHR^a, -C(=NH)-N(R^aR^b), -C(=NR^c)-NH_2, -C(=NR^c)-NHR^a, -C(=NR^c)-N(R^aR^b), -NH-C(=NH)-NH_2, -NH-C(=NH)-NHR^a, -NH-C(=NH)-N(R^aR^b), -NH-C(=NR^c)-NH_2, -NH-C(=NR^c)-NHR^a, -NH-C(=NR^c)-N(R^aR^b), -NR^{d}H-C(=NH)-NH_2, -NR^d-C(=NH)-NHR^a, -NR^d-C(=NH)-N(R^aR^b), -NR^d-C(=NR^c)-NH_2, -NR^d-C(=NR^c)-NHR^a, -NR^d-C(=NR^c)-N(R^aR^b), -$NHNH_2$, -NHNHR^a, -NHR^aR^b, -SO_2NH_2, -SO_2NHR^a, -SO_2NR^{a}R^b, -CH=CHR^a, -CH=CR^{a}R^b, -CR^c=CR^{a}R^b,-CR^c=CHR^a, -CR^c=CR^{a}R^b, -CCR^a, -SH, -SR^a, -S(O)R^a, -S(O)$_2$R^a, alkyl groups, substituted alkyl group, non-aromatic heterocyclic group, substituted non-aromatic heterocyclic group, benzyl group, substituted benzyl group, aryl group or substituted aryl group;

R^a-R^d are each independently an alkyl group, substituted alkyl group, benzyl, substituted benzyl, aryl or substituted aryl group, or,

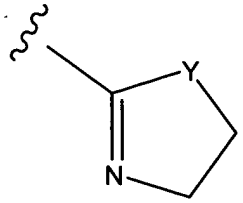
$-N(R^aR^b)$, taken together, can also form a substituted or unsubstituted non-aromatic heterocyclic group; and

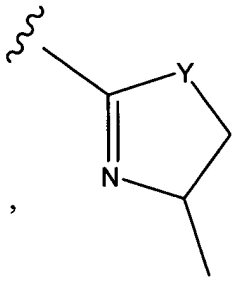
R^g is -H or a substituted or unsubstituted aliphatic group.

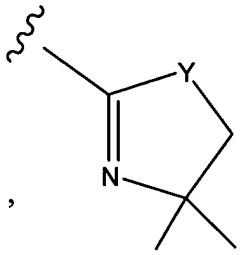
7. The compound of Claim 6 wherein:

R_6 is -H, C1-C4 alkyl, C1-C4 hydroxyalkyl, -(C1-C4 alkylene)-O-(C1-C4 alkylene)-tri(C1-C4 alkyl)silane, $-S(O)_2N$(C1-C4 alkyl)$_2$, $-S(O)_2NH$(C1-C4 alkyl) or $-S(O)_2NH_2$;

R_7 and R_8 are independently -H, C1-C4 alkyl, C1-C4 hydroxylalkyl, (C1-C4 alkyl)$_3$-Si-O-(C1-C4 alkylene), pyridyl, C1-C4 alkyl substituted with pyridyl, C1-C4 alkyl substituted with -NH-pyridyl, C1-C4 hydroxyalkyl substituted with -NH-pyridyl, C1-C4 hydroxyalkyl substituted with -pyridyl, $-S(O)_2$-(phenyl), $-S(O)_2$-(tolulyl),



,


,


,

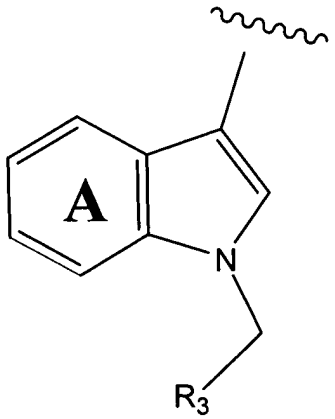
-C(O)-pyridyl, indolyl, -(C1-C4 alkylene)-O-(C1-C4 alkyl), C1-C4 alkyl substituted with -O-pyridyl, -CHO, -C(O)-O-(C1-C4 alkyl), -C(O)-NH-(C1-C4 alkyl), -C(O)-(C1-C4 alkylene)-pyridyl, oxazolinyl, -C(O)-(C1-C4 alkyl), -C=N-NH-phenyl, -C(O)-NH-pyridyl, -C(O)-NH-phenyl, -C=N-NH-(C1-C4 alkyl), -C=N-N-(C1-C4 alkyl)$_2$, -C(O)-NH-(C1-C4 alkyl), -C(O)-N-(C1-C4 alkyl)$_2$, -C(O)-(*N*-morphilino), -C(O)-imidazolyl, -C(O)-NH-(C1-C4 haloalkyl), -C(O)-N-(C1-C4 haloalkyl)$_2$, $-CH_2-N_3$, C1-C4 alkyl substituted with imidazolyl, -C1-C4 alkylene-NHC(O)-(C1-C4 alkyl), -C1-C4 alkylene-NHC(O)-(phenyl), -(C1-C4 alkylene)-NHC(O)-(tolulyl), -C1-C4- alkylene-NHC(O)-(methoxy, dimethoxy or trimethoxyphenyl); and

Y is –S-, -O- or –N(H or C1-C4 alkyl or substituted alkyl)-.

8. The compound of Claim 7 wherein R_4 and R_5 are both -H; and R_3 is a substituted or unsubstituted phenyl or pyridyl group.

9. The compound of Claim 8 wherein Rings **A** and **D** are unsubstituted or substituted with one or more groups selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, -CN or $-NH_2$.

10. The compound of Claim 9 wherein R is represented by the following structural formula:



11. The compound of Claim 10 wherein:

R_3 is a phenyl or pyridyl group substituted with zero, one or more groups selected from -Br, -Cl, -F, $-R^e$, $-OR^e$, -CN, $-COOR^e$, $-N(R^e)_2$, $-CON(R^e)_2$, $-NR^eCOR^f$, $-NHCONH_2$ and $-SO_2\ N(R^e)_2$; and

each R_e and R_f are independently selected from -H, alkyl or substituted alkyl.

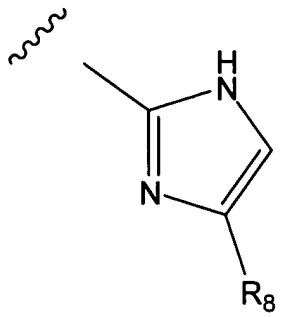
12. The compound of Claim 11 wherein:

R_3 is a phenyl group substituted with zero, one or more groups selected from -Cl, -F, $-R^e$, $-OR^e$, -CN, $-NH_2$, $-CONH_2$ or $-NHCOR^f$.

13. The compound of Claim 12 wherein R_3 is a phenyl group substituted with zero, one or more groups selected from $-CH_3$, $-CH_2CH_3$, -F, -Cl, -CN or $-OCH_3$.

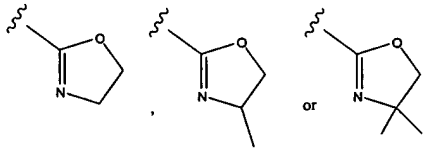
14. The compound of Claim 13 wherein R_3 is an unsubstituted phenyl group or a phenyl group monosubstituted with $-CH_3$, $-CH_2CH_3$, -F, -Cl, -CN or $-OCH_3$, wherein the phenyl group substituent is at the *para* position.

15. The compound of Claim 14 wherein R_1 is represented by the following structural formula:



;

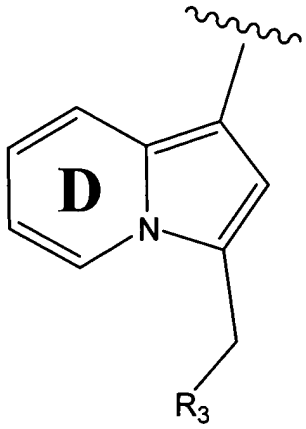
and R_8 is $-C(O)NH_2$, $-C(O)CH_3$, $-C(O)CH_2CH_3$, 2-pyridyl, $-C(O)OCH_3$,



$-C(O)OCH_2CH_3$,

16. The compound of Claim 15 wherein Ring **A** is unsubstituted.

17. The compound of Claim 9 wherein R is represented by the following structural formula:



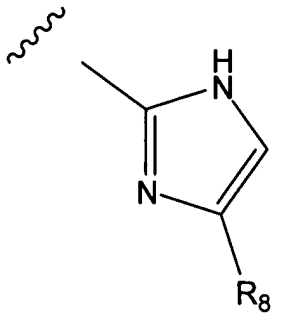
18. The compound of Claim 17 wherein R_3 is a phenyl or pyridyl group substituted with zero, one or more groups selected from -Br, -Cl, -F, -R^e, -OR^e, -CN, -$COOR^e$, -$N(R^e)_2$, -$CON(R^e)_2$, -NR^eCOR^f, -$NHCONH_2$ and -SO_2 $N(R^e)_2$;
and each R^e and R^f are independently selected from -H, alkyl or substituted alkyl.

19. The compound of Claim 18 wherein R_3 is a phenyl group substituted with zero, one or more groups selected from -Cl, -F, -R^e, -OR^e, -CN, -NH_2, -$CONH_2$ or -$NHCOR^f$.

20 The compound of Claim 19 wherein R_3 is a phenyl group substituted with zero, one or more groups selected from -CH_3, -CH_2CH_3, -F, -Cl, -CN or -OCH_3.

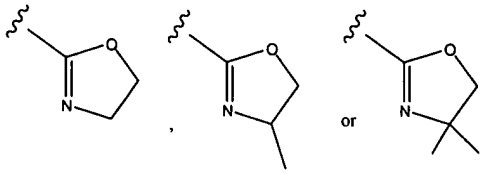
21. The compound of Claim 20 wherein R_3 is an unsubstituted phenyl group or a phenyl group monosubstituted with -CH_3, -CH_2CH_3, -F, -Cl, -CN or -OCH_3, wherein the phenyl group substituent is at the *para* position.

22. The compound of Claim 21 wherein R_1 is represented by the following structural formula:



;

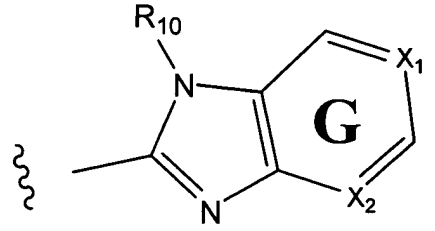
and R_8 is $-C(O)NH_2$, $-C(O)CH_3$, $-C(O)CH_2CH_3$, 2-pyridyl, $-C(O)OCH_3$, -



$-C(O)OCH_2CH_3$,

23. The compound of Claim 22 wherein Ring **D** is unsubstituted.

24. The compound of Claim 1 wherein R_1 is represented by the following structural formula:



;

wherein:

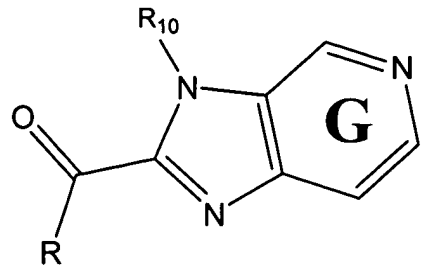
R_{10} is -H, an unsubstituted aliphatic group or a substituted aliphatic group, $-C(O)-R^g$, $-S(O)_2-R^g$, $-S(O)_2-N(R^g)_2$;

X_1 and X_2 are independently -CH- or -N-;

Ring **G** is substituted or unsubstituted; and

each R^g is -H or a substituted or unsubstituted aliphatic group.

25. A compound represented by the following structural formula:



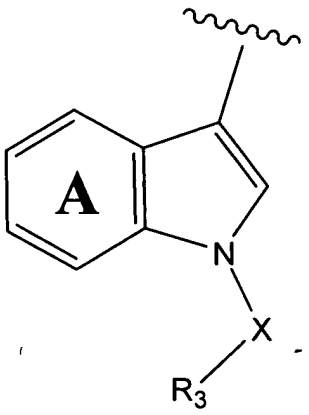
;

or a pharmaceutically acceptable salt thereof, wherein:

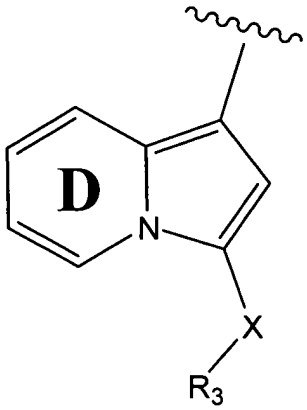
Ring **G** is substituted or unsubstituted;

R_{10} is -H or a C1-C4 alkyl group;

R is represented by a structural formula selected from:



; or



;

wherein Rings **A** and **D** are substituted or unsubstituted; X is $-C(R_4R_5)-$, -O- or $-NR_4-$; and R_3 is a substituted or unsubstituted phenyl or pyridyl group.

26. The compound of Claim 25 wherein X is $-C(R_4R_5)-$.

27. The compound of Claim 26 wherein X is $-CH_2-$ and Ring **G** is unsubstituted.

28. The compound of Claim 25 wherein:

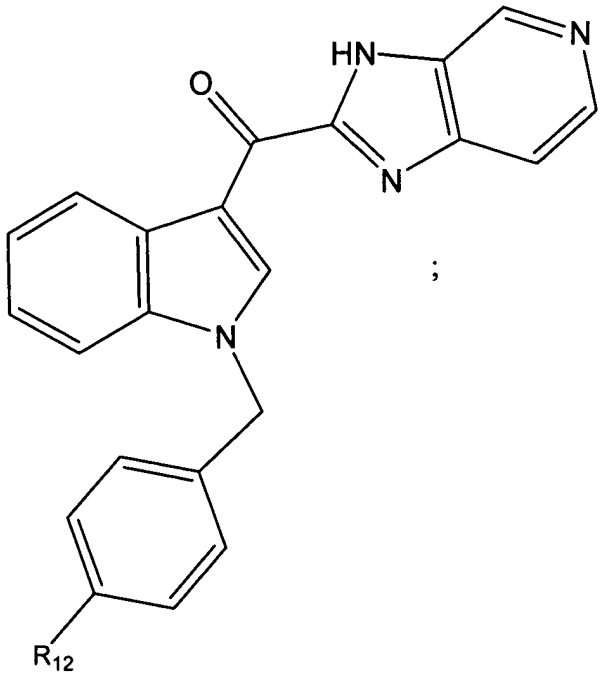
Rings **A** and **D** are unsubstituted or substituted with one or more substituents selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, -CN or $-NH_2$;

R_3 is a phenyl or pyridyl group substituted with zero, one or more groups selected from -Br, -Cl, -F, $-R^e$, $-OR^e$, -CN, $-COOR^e$, $-N(R^e)_2$, $-CON(R^e)_2$, $-NR^eCOR^f$, $-NHCONH_2$ and $-SO_2\ N(R^e)_2$; and
each R^e and R^f are independently selected from -H, alkyl or substituted alkyl.

29. The compound of Claim 28 wherein R_3 is a phenyl group substituted with zero, one or more groups selected from -Cl, -F, $-R^e$, $-OR^e$, -CN, $-NH_2$, $-CONH_2$ or $-NHCOR^f$.

30. The compound of Claim 29 wherein R_3 is a phenyl group substituted with zero, one or more groups selected from $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F or -Cl.

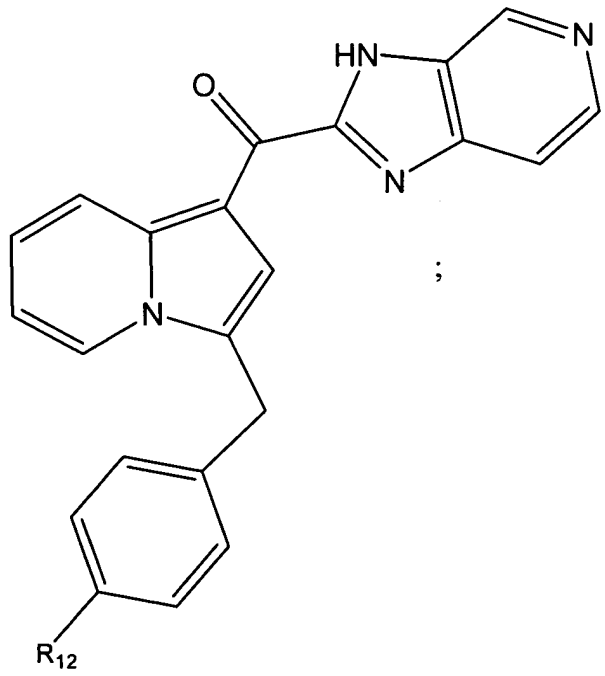
31. A compound represented by the following structural formula:



;

or a pharmaceutically acceptable salt thereof, wherein R_{12} is $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F or -Cl.

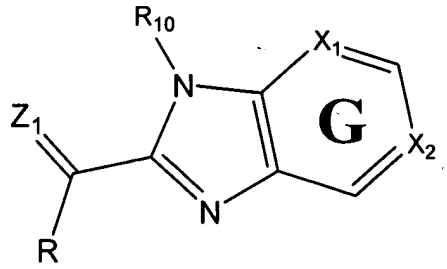
32. A compound represented by the following structural formula:



;

or a pharmaceutically acceptable salt thereof, wherein R_{12} is $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F or -Cl.

33. A compound represented by the following structural formula:

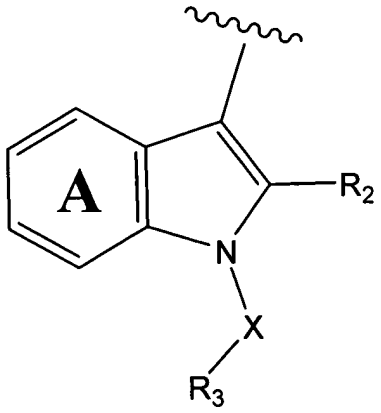


;

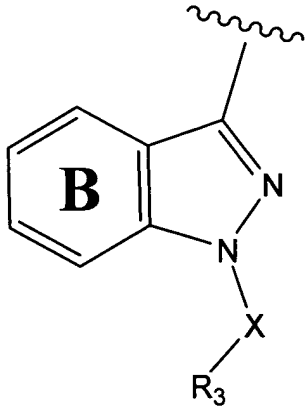
or a pharmaceutically acceptable salt thereof, wherein:

Z_1 is =O, =S, $=NOR_{11}$ or $=NR_{11}$

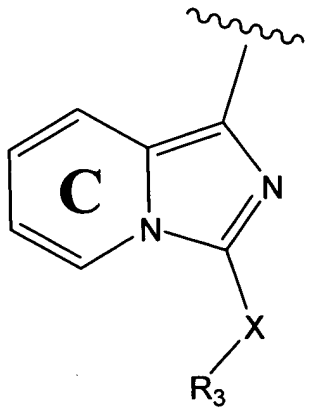
R is represented by a structural formula selected from:



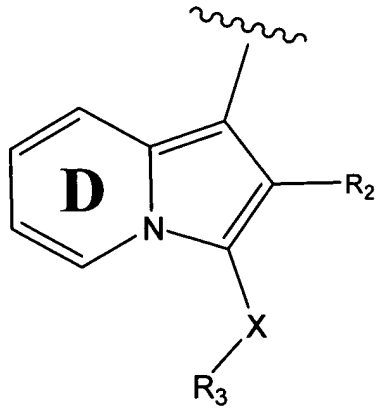
;



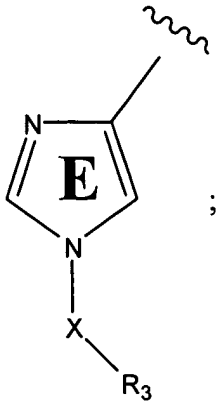
;



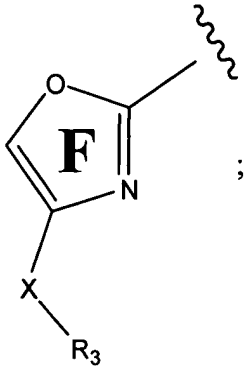
;



;



; or



;

Rings **A-F** are independently substituted or unsubstituted and are optionally fused to an aryl group;

R_2 is -H or a substituted or unsubstituted alkyl group;

R_3 is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group;

X is a covalent bond, $-C(R_4R_5)-$, $-N(R_4)-$, -O-, -S-, -S(O)-, $-S(O)_2-$, $-C(=O)-$, $-C(=O)-N(R_4)-$ or $-N(R_4)-C(=O)-$;

R_4 and R_5 are independently –H, an aliphatic group or a substituted aliphatic group;

R_{10} is -H, an unsubstituted aliphatic group or a substituted aliphatic group, $-C(O)-R^g$, $-S(O)_2-R^g$, $-S(O)_2-N(R^g)_2$;

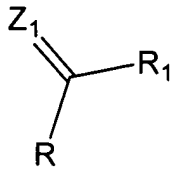
R_{11} is -H or a substituted or unsubstituted alkyl group;

X_1 and X_2 are independently -CH- or -N-;

Ring **G** is substituted or unsubstituted; and

each R^g is -H or a substituted or unsubstituted aliphatic group.

34. A method of treating a subject with cancer comprising the step of administering to the subject an effective amount of a compound represented by the following structural formula:



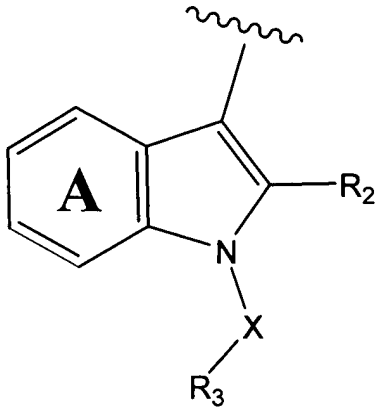
;

or a pharmaceutically acceptable salt thereof, wherein:

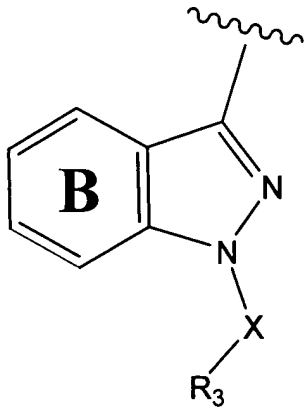
R_1 is a substituted or unsubstituted 2-imidazolyl group which is optionally fused to a substituted or unsubstituted aryl group;

Z_1 is =O, =S, =N-OR_{11} and =NR_{11}

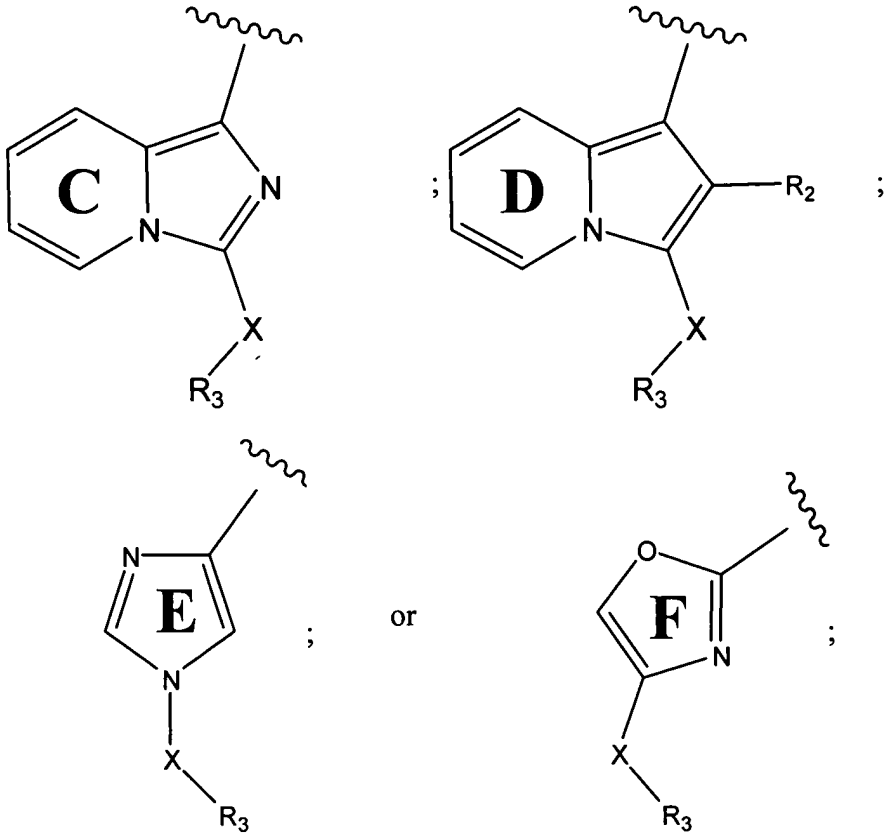
R is represented by a structural formula selected from:



;



;



Rings **A-F** are independently substituted or unsubstituted and are optionally fused to an aryl group;

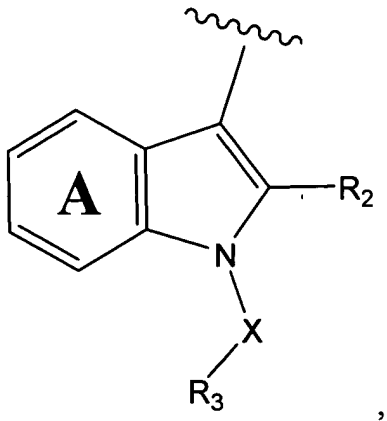
R_2 is -H, a substituted or unsubstituted alkyl group or a substituted or unsubstituted aryl group;

R_3 is a substituted or unsubstituted aryl group or a substituted or unsubstituted aliphatic group; and

X is a covalent bond, $-C(R_4R_5)-$, $-N(R_4)-$, -O-, -S-, -S(O)-, $-S(O)_2-$, $-C(=O)-$, $-C(=O)-N(R_4)-$ or $-N(R_4)-C(=O)-$;

R_4 and R_5 are independently –H, an aliphatic group or a substituted aliphatic group; and

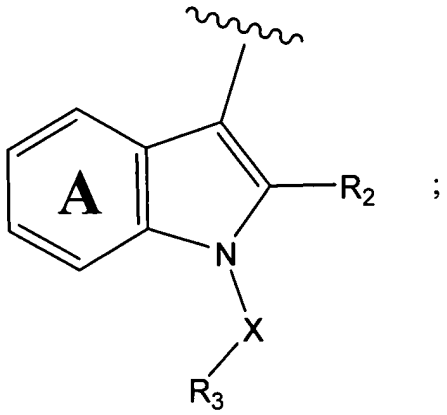
R_{11} is -H or a substituted or unsubstituted alkyl group;



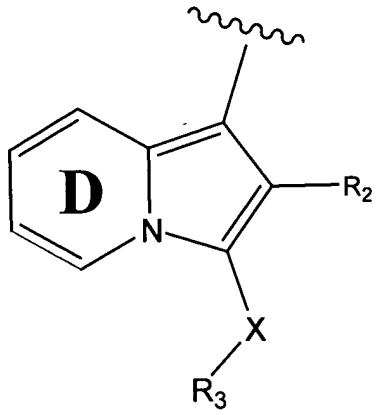
provided that when R is represented by , then X is not -S(O)- or -$S(O)_2$- and R_3 is not an aliphatic or substituted aliphatic group.

35. The method of Claim 34 wherein X is a covalent bond, -$C(R_4R_5)$-, -$N(R_4)$-, -O-, -C(=O)-, -C(=O)-$N(R_4)$- or -$N(R_4)$-C(=O)- and R_3 is a substituted or unsubstituted aryl group.

36. The method of Claim 35 wherein R is represented by a structural formula selected from:



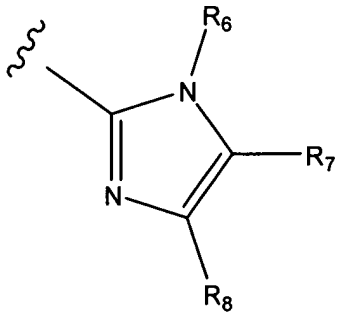
;



37. The method of Claim 36 wherein Rings **A-F** are a substituted or unsubstituted phenyl group; R_2 is -H; Z_1 is =O; and X is -$C(R_4R_5)$-, -$N(R_4)$- or -O-.

38. The method of Claim 37 wherein X is -$C(R_4R_5)$-.

39. The method of Claim 38 wherein R_1 is represented by the following structural formula:



;

wherein:

R_6 is -H, an unsubstituted aliphatic group or a substituted aliphatic group, $-C(O)R^g$, $-S(O)_2-R^g$ or $-S(O)_2-N(R^g)_2$;

R_7 and R_8 are independently -H, -OH, -Br, -Cl, -I, -F, $-OR^a$, $-O-COR^a$, $-COR^a$, -CN, $-NO_2$, -COOH, $-SO_3H$, $-NH_2$, $-NHR^a$, $-N(R^aR^b)$, $-COOR^a$, -CHO, $-CONH_2$, $-CONHR^a$, $-CON(R^aR^b)$, $-NHCOR^a$, $-NRCOR^a$, $-NHCONH_2$, $-NHCONR^aH$, $-NHCON(R^aR^b)$, $-NR^cCONH_2$, $-NR^cCONR^aH$, $-NR^cCON(R^aR^b)$, $-C(=NH)-NH_2$, $-C(=NH)-NHR^a$, $-C(=NH)-N(R^aR^b)$, $-C(=NR^c)-NH_2$, $-C(=NR^c)-NHR^a$, $-C(=NR^c)-N(R^aR^b)$, $-NH-C(=NH)-NH_2$, $-NH-C(=NH)-NHR^a$, $-NH-C(=NH)-N(R^aR^b)$, $-NH-C(=NR^c)-NH_2$, $-NH-C(=NR^c)-NHR^a$, $-NH-C(=NR^c)-N(R^aR^b)$, $-NR^dH-C(=NH)-NH_2$, $-NR^d-C(=NH)-NHR^a$, $-NR^d-C(=NH)-N(R^aR^b)$, $-NR^d-C(=NR^c)-NH_2$, $-NR^d-C(=NR^c)-NHR^a$, $-NR^d-C(=NR^c)-N(R^aR^b)$, $-NHNH_2$, $-NHNHR^a$, $-NHR^aR^b$, $-SO_2NH_2$, $-SO_2NHR^a$, $-SO_2NR^aR^b$, $-CH=CHR^a$, $-CH=CR^aR^b$, $-CR^c=CR^aR^b$,$-CR^c=CHR^a$, $-CR^c=CR^aR^b$, $-CCR^a$, -SH, $-SR^a$, $-S(O)R^a$, $-S(O)_2R^a$, alkyl groups, substituted alkyl group, non-aromatic heterocyclic group, substituted non-aromatic heterocyclic group, benzyl group, substituted benzyl group, aryl group or substituted aryl group;

R^a-R^d are each independently an alkyl group, substituted alkyl group, benzyl, substituted benzyl, aryl or substituted aryl group, or, $-N(R^aR^b)$, taken together, can also form a substituted or unsubstituted non-aromatic heterocyclic group; and

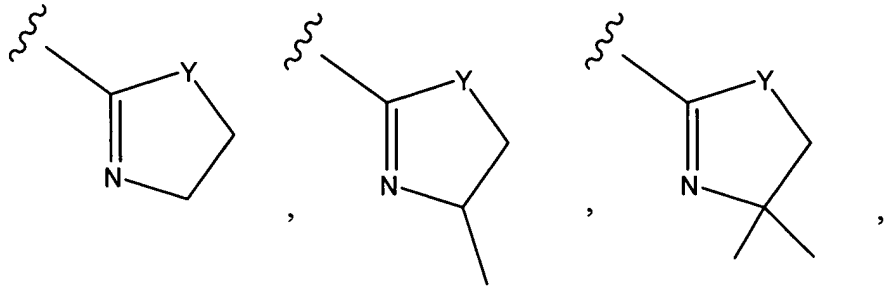
R^g is -H or a substituted or unsubstituted aliphatic group.

40. The method of Claim 39 wherein:

R_6 is -H, C1-C4 alkyl, C1-C4 hydroxyalkyl, -(C1-C4 alkylene)-O-(C1-C4 alkylene)-tri(C1-C4 alkyl)silane, $-S(O)_2N$(C1-C4 alkyl)$_2$, $-S(O)_2NH$(C1-C4) or $-S(O)_2NH_2$;

R_7 and R_8 are independently -H, C1-C4 alkyl, C1-C4 hydroxylalkyl, (C1-C4 alkyl)$_3$-Si-O-(C1-C4 alkylene), pyridyl, C1-C4 alkyl

substituted with pyridyl, C1-C4 alkyl substituted with -NH-pyridyl, C1-C4 hydroxyalkyl substituted with -NH-pyridyl, C1-C4 hydroxyalkyl substituted with -pyridyl, $-S(O)_2$-(phenyl), $-S(O)_2$-(tolulyl),



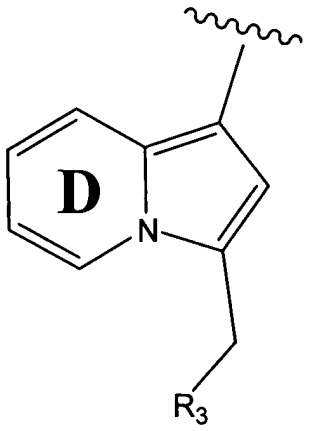
-C(O)-pyridyl, indolyl, -(C1-C4 alkylene)-O-(C1-C4 alkyl), C1-C4 alkyl substituted with -O-pyridyl, -CHO, -C(O)-O-(C1-C4 alkyl), -C(O)-NH-(C1-C4 alkyl), -C(O)-(C1-C4 alkylene)-pyridyl, oxazolinyl, -C(O)-(C1-C4 alkyl), -C=N-NH-phenyl, -C(O)-NH-pyridyl, -C(O)-NH-phenyl, -C=N-NH-(C1-C4 alkyl), -C=N-N-(C1-C4 alkyl)$_2$, -C(O)-NH-(C1-C4 alkyl), -C(O)-N-(C1-C4 alkyl)$_2$, -C(O)-(*N*-morphilino), -C(O)-imidazolyl, -C(O)-NH-(C1-C4 haloalkyl), -C(O)-N-(C1-C4 haloalkyl)$_2$, $-CH_2-N_3$, C1-C4 alkyl substituted with imidazolyl, -C1-C4 alkylene-NHC(O)-(C1-C4 alkyl), -C1-C4 alkylene-NHC(O)-(phenyl), -(C1-C4 alkylene)-NHC(O)-(tolulyl), -C1-C4- alkylene-NHC(O)-(methoxy, dimethoxy or trimethoxyphenyl) ; and

Y is –S-, -O- or –N(H or C1-C4 alkyl or substituted alkyl)-.

41. The method of Claim 40 wherein R_4 and R_5 are both -H; and R_3 is a substituted or unsubstituted phenyl or pyridyl group.

42. The method of Claim 41 wherein Rings **A** and **D** are unsubstituted or substituted with one or more groups selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, -CN or $-NH_2$.

43. The method of Claim 42 wherein R is represented by the following structural formula:



44. The method of Claim 43 wherein:

R_3 is a phenyl or pyridyl group substituted with zero, one or more groups selected from -Br, -Cl, -F, -R^e, -OR^e, -CN, -$COOR^e$, -$N(R^e)_2$, -$CON(R^e)_2$, -NR^eCOR^f, -$NHCONH_2$ and -SO_2 $N(R^e)_2$;

and each R_e and R_f are independently selected from -H, alkyl or substituted alkyl.

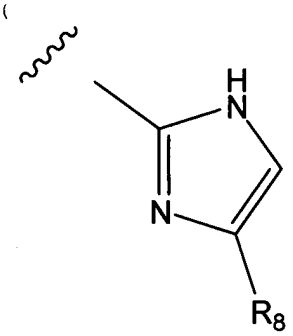
45. The method of Claim 44 wherein:

R_3 is a phenyl group substituted with zero, one or more groups selected from -Cl, -F, -R^e, -OR^e, -CN, -NH_2, -$CONH_2$ or -$NHCOR^f$.

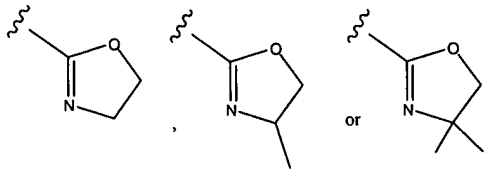
46. The method of Claim 45 wherein R_3 is a phenyl group substituted with zero, one or more groups selected from -CH_3, -CH_2CH_3, -F, -Cl, -CN or -OCH_3.

47. The method of Claim 46 wherein R_3 is an unsubstituted phenyl group or a phenyl group monosubstituted with -CH_3, -CH_2CH_3, -F, -Cl, -CN or -OCH_3, wherein the phenyl group substituent is at the *para* position.

48. The method of Claim 47 wherein R_1 is represented by the following structural formula:



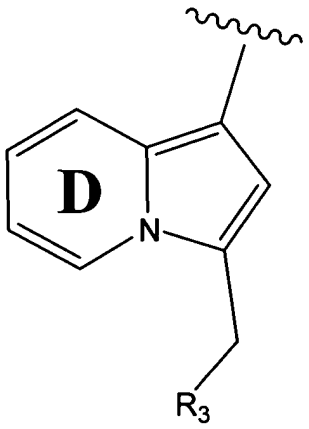
and R_8 is $-C(O)NH_2$, $-C(O)CH_3$, $-C(O)CH_2CH_3$, 2-pyridyl, $-C(O)OCH_3$,



$-C(O)OCH_2CH_3$,

49. The method of Claim 48 wherein Ring **A** is unsubstituted.

50. The method of Claim 42 wherein R is represented by the following structural formula:



51. The method of Claim 49 wherein R_3 is a phenyl or pyridyl group substituted with zero, one or more groups selected from -Br, -Cl, -F, $-R^e$, $-OR^e$, -CN, $-COOR^e$, $-N(R^e)_2$, $-CON(R^e)_2$, $-NR^eCOR^f$, $-NHCONH_2$ and $-SO_2N(R^e)_2$;

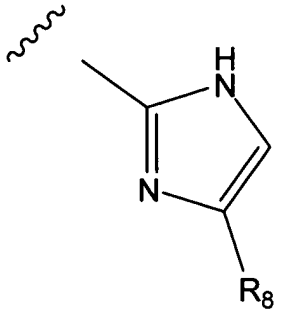
and each R^e and R^f are independently selected from -H, alkyl or substituted alkyl.

52. The method of Claim 51 wherein R_3 is a phenyl group substituted with zero, one or more groups selected from -Cl, -F, -R^e, -OR^e, -CN, -NH_2, -$CONH_2$ or -$NHCOR^f$.

53. The method of Claim 52 wherein R_3 is a phenyl group substituted with zero, one or more groups selected from -CH_3, -CH_2CH_3, -F, -Cl, -CN or-OCH_3.

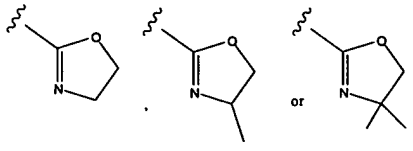
54. The method of Claim 53 wherein R_3 is an unsubstituted phenyl group or a phenyl group monosubstituted with -CH_3, -CH_2CH_3, -F, -Cl, -CN or -OCH_3, wherein the phenyl group substituent is at the *para* position.

55. The method of Claim 54 wherein R_1 is represented by the following structural formula:



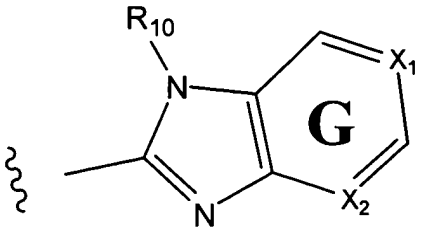
;

and R_8 is -$C(O)NH_2$, -$C(O)CH_3$, -$C(O)CH_2CH_3$, 2-pyridyl, -$C(O)OCH_3$, -$C(O)OCH_2CH_3$,



56. The method of Claim 55 wherein Ring **D** is unsubstituted.

57. The method of Claim 34 wherein R_1 is represented by the following structural formula:



;

wherein:

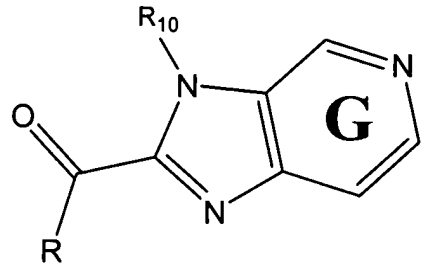
R_{10} is -H, an unsubstituted aliphatic group or a substituted aliphatic group, $-C(O)-R^g$, $-S(O)_2-R^g$, $-S(O)_2-N(R^g)_2$;

X_1 and X_2 are independently -CH- or -N-;

Ring **G** is substituted or unsubstituted; and

each R^g is -H or a substituted or unsubstituted aliphatic group.

58. A method of treating a subject with cancer wherein the method comprises administering to the subject an effective amount of a compound represented by the following structural formula:



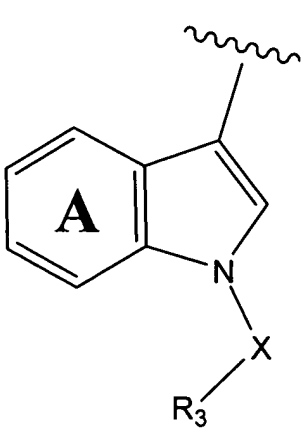
;

or a pharmaceutically acceptable salt thereof, wherein:

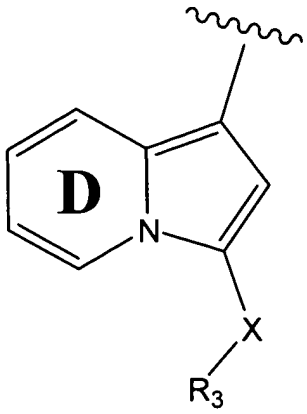
Ring **G** is substituted or unsubstituted;

R_{10} is -H or a C1-C4 alkyl group;

R is represented by a structural formula selected from:



; or



;

wherein Rings **A** and **D** are substituted or unsubstituted; X is $-C(R_4R_5)-$, -O- or $-NR_4-$; and R_3 is a substituted or unsubstituted phenyl or pyridyl group.

59. The method of Claim 58 wherein X is $-C(R_4R_5)-$.

60. The method of Claim 59 wherein X is $-CH_2-$ and Ring **G** is unsubstituted.

61. The method of Claim 58 wherein:

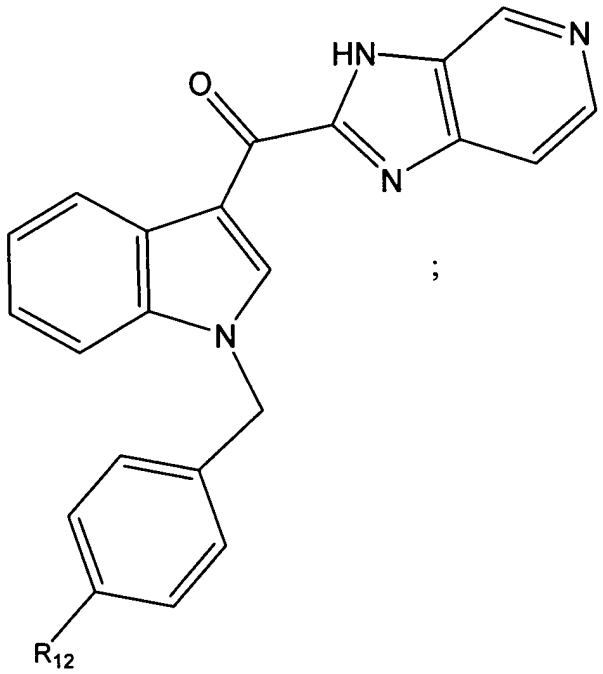
Rings **A** and **D** are unsubstituted or substituted with one or more substituents selected from -F, -Cl, -Br, -C1-C4 alkyl, C1-C4 alkoxy, -C1-C4 haloalkyl, C1-C4 haloalkoxy, -CN or $-NH_2$;

R_3 is a phenyl or pyridyl group substituted with zero, one or more groups selected from -Br, -Cl, -F, $-R^e$, $-OR^e$, -CN, $-COOR^e$, $-N(R^e)_2$, $-CON(R^e)_2$, $-NR^eCOR^f$, $-NHCONH_2$ and $-SO_2\ N(R^e)_2$; and each R^e and R^f are independently selected from -H, alkyl or substituted alkyl.

62. The method of Claim 61 wherein R_3 is a phenyl group substituted with zero, one or more groups selected from -Cl, -F, $-R^e$, $-OR^e$, -CN, $-NH_2$, $-CONH_2$ or $-NHCOR^f$.

63. The method of Claim 61 wherein R_3 is a phenyl group substituted with zero, one or more groups selected from $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F or -Cl.

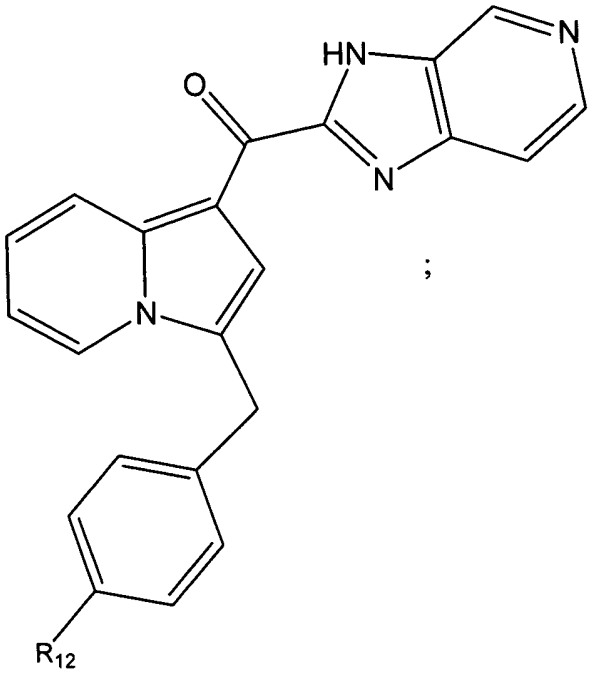
64. A method of treating a subject with cancer wherein the method comprises administering to the subject an effective amount of a compound represented by the following structural formula:



;

or a pharmaceutically acceptable salts thereof, wherein R_{12} is $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F or -Cl.

65. A method of treating a subject with cancer wherein the method comprises administering to the subject an effective amount of a compound represented by the following structural formula:



;

or a pharmaceutically acceptable salt thereof, wherein R_{12} is $-CH_3$, $-CH_2CH_3$, $-OCH_3$, -CN, -F or -Cl.

66. The method of Claim 65 wherein the cancer is multi-drug resistant.